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RECORDATION NO. 23991-A FILED

OCT 8 '02 11-26 AM

SURFACE TRANSPORTATION BOARD



October 4, 2002

Barbara Sadler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of July 31, 2002 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
221 Avenue of the Americas, New York, NY 10038

Lessee: **LONE STAR INDUSTRIES, INC.**  
10401 North Meridian, Suite 400, Indianapolis, IN 46290

A short summary of the document to appear in the Index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **LONE STAR INDUSTRIES, INC.**, covering 100 hopper cars with reporting marks and numbers - LCEX 400 - LCEX 645, INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #23991 dated 6/3/02 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

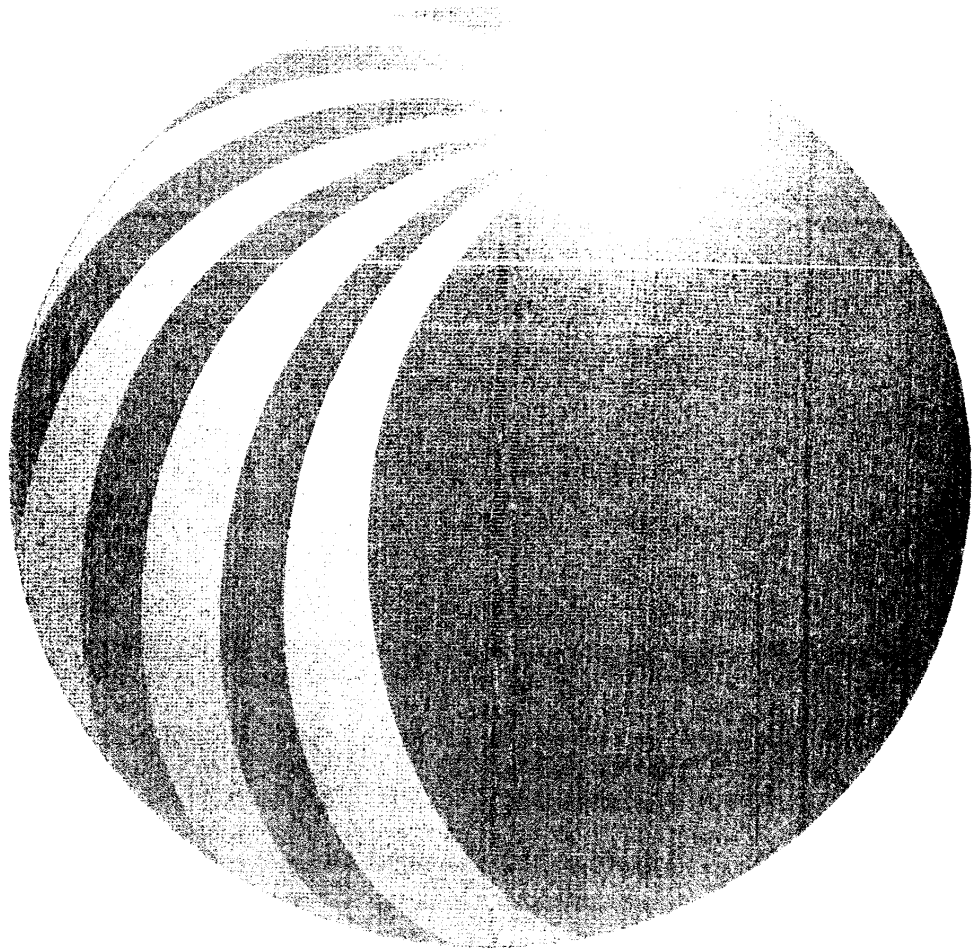
*Sherry Lewey*  
Sherry Lewey



**LexisNexis™**

Document Solutions  
Research/Development Coordinator

Enclosure



MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 31<sup>st</sup> day of July, 2002, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and LONE STAR INDUSTRIES, INC., a Delaware corporation, with an address at 10401 North Meridian, Suite 400, Indianapolis, IN 46290 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of May 2, 2002, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on June 3, 2002 and given Recordation Number 23991.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By:   
Name: Richard Latini  
Title: Senior Vice President

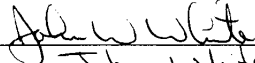
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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

LONE STAR INDUSTRIES, INC.

By:   
Name: John White  
Title: VP Logistics

# SCHEDULE A

Quantity  
150

Equipment Description  
3,250 c.f. covered hopper cars  
with gravity gates (miner auto lock-II)  
and round hatches

Car Marks and Numbers

1	LCEX	400	51	LCEX	450	101	LCEX	500
2	LCEX	401	52	LCEX	451	102	LCEX	501
3	LCEX	402	53	LCEX	452	103	LCEX	502
4	LCEX	403	54	LCEX	453	104	LCEX	503
5	LCEX	404	55	LCEX	454	105	LCEX	504
6	LCEX	405	56	LCEX	455	106	LCEX	505
7	LCEX	406	57	LCEX	456	107	LCEX	506
8	LCEX	407	58	LCEX	457	108	LCEX	507
9	LCEX	408	59	LCEX	458	109	LCEX	508
10	LCEX	409	60	LCEX	459	110	LCEX	509
11	LCEX	410	61	LCEX	460	111	LCEX	510
12	LCEX	411	62	LCEX	461	112	LCEX	511
13	LCEX	412	63	LCEX	462	113	LCEX	512
14	LCEX	413	64	LCEX	463	114	LCEX	513
15	LCEX	414	65	LCEX	464	115	LCEX	514
16	LCEX	415	66	LCEX	465	116	LCEX	515
17	LCEX	416	67	LCEX	466	117	LCEX	516
18	LCEX	417	68	LCEX	467	118	LCEX	517
19	LCEX	418	69	LCEX	468	119	LCEX	518
20	LCEX	419	70	LCEX	469	120	LCEX	519
21	LCEX	420	71	LCEX	470	121	LCEX	520
22	LCEX	421	72	LCEX	471	122	LCEX	521
23	LCEX	422	73	LCEX	472	123	LCEX	522
24	LCEX	423	74	LCEX	473	124	LCEX	523
25	LCEX	424	75	LCEX	474	125	LCEX	524
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27	LCEX	426	77	LCEX	476	127	LCEX	526
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41	LCEX	440	91	LCEX	490	141	LCEX	540
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49	LCEX	448	99	LCEX	498	149	LCEX	548
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